

EXHIBIT 1

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re: SANOFI-AVENTIS SECURITIES LITIGATION

07-CV-10279 (GBD);
08-CV-00021 (GBD)

CLASS ACTION

This document relates to:

ALL ACTIONS

ECF CASE

**[PROPOSED] ORDER GRANTING MOTION, ISSUING LETTER OF REQUEST,
APPOINTING COMMISSIONER AND DIRECTING SUBMISSION OF HAGUE
CONVENTION APPLICATION**

The Court, having reviewed the papers submitted in support of defendants' Motion for Issuance of Letter of Request, Appointment of Commissioner, and Direction of Submission of Hague Convention Application (the "Motion"), and having determined to issue a Request for International Judicial Assistance in authorization of a commissioner in France (the "Request") pursuant to Chapter II of the Hague Convention of March 18, 1970 on the Taking of Evidence Abroad in Civil or Commercial Matters (the "Hague Convention"), IT IS HEREBY ORDERED THAT:

- (a) The Motion is GRANTED;
- (b) The form of the Court's Request pursuant to the Hague Convention is hereby issued as the Court's Request and is incorporated herein;
- (c) Pursuant to Article 17 of the Hague Convention, Renaud Thominette (the "Commissioner") is duly appointed and is hereby appointed, pending the approval of the French Ministère de la Justice and subject to the terms of the Court's Request, as the Commissioner to take evidence in the above-captioned action, to receive from Defendants documents located in France (and in particular those documents that are the subject of Exhibit B, attached in the Court's Request hereto, subject to any limitations imposed either as a result of Court Order or by agreement of the parties), and to simultaneously transmit the documents to counsel for Sanofi, Le Fur, and Spek and to counsel for plaintiffs pursuant to Article 17 of the Hague Convention in a

format to be agreed to by the parties, and in performance of his appointment as commissioner and duties thereunder, upon completion to inform the French Ministère de la Justice;

(d) This signed Order and the signed Request will be given to Cleary Gottlieb Steen & Hamilton LLP, counsel for Sanofi, Le Fur, and Spek, which is hereby directed to request the Commissioner to file both documents, along with French translations of both documents including Exhibits attached thereto, with the Ministère de la Justice, Direction des Affaires Civiles et du Sceau, Bureau de l'entraide civile et commerciale internationale (D3) 13, Place Vendôme, 75042 Paris Cedex 01, France;

(e) Defendants will bear the costs of the Hague Convention proceedings, including, without limitation, the fees of the Commissioner and the translation fees or costs, but each party will be responsible for the fees and expenses, if any, of its own attorneys relating to the Hague Convention proceedings. Defendants will use their best efforts to obtain within 2 to 3 weeks of the date of this Order, the French Ministère de la Justice's approval of the Court's Request and appointment of the Commissioner, and;

(f) Neither this Order, the production of documents to the Commissioner pursuant to the Hague Convention, nor the terms of the Court's Request (which is incorporated into this Order) shall constitute or operate as a waiver of the attorney-client privilege, the work product doctrine, or any other privileges, rights or protections that may apply to that evidence under the laws of France, the United States, or New York. All materials withheld, in whole or in part, on the basis of any purported privilege shall be so identified on an appropriate log in accordance with Fed. R. Civ. P. 26(b)(5).

SO ORDERED: October ___, 2011

Hon. Frank Maas